

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered in Part;  
Supplemental Joint Administration  
Requested)

**ORDER, PURSUANT TO SECTIONS 105(a), 365(a), AND 554(a) OF THE  
BANKRUPTCY CODE, AUTHORIZING THE DEBTORS TO (I) REJECT  
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY  
EFFECTIVE AS OF THE ADDITIONAL DEBTORS' PETITION DATE  
AND (II) ABANDON PROPERTY IN CONNECTION THEREWITH**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the Debtors for the entry of an order, pursuant to sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, authorizing the Debtors to (i) reject the Rejected Leases set forth on Exhibit 1 to this Order, effective as of the Additional Debtors’ Petition Date, and (ii) abandon, effective as of the Additional Debtors’ Petition Date, any Personal Property that remains on the Premises subject to the Rejected Leases; and upon consideration of the First Day Declaration and the record of these chapter 11 cases; and having determined that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the Amended Standing Order of Reference; and having determined that this is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and having determined that venue of

---

<sup>1</sup> The last four digits of Town Sports International, LLC’s federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the proposed undersigned counsel for the Debtors.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

these chapter 11 cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and having determined that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor; it is hereby **ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, the Rejected Leases, to the extent not already terminated in accordance with their applicable terms or upon agreement of the parties, are hereby rejected by the Debtors, with such rejection being effective as of the Additional Debtors' Petition Date.
3. Pursuant to sections 105(a) and 554(a) of the Bankruptcy Code and Bankruptcy Rule 6007, any Personal Property remaining, as of the Additional Debtors' Petition Date, on the Premises is hereby abandoned by the Debtors, with such abandonment being effective as of the Additional Debtors' Petition Date.
4. Nothing herein shall prejudice the rights of the Debtors to assert that the Rejected Leases were terminated prior to the Additional Debtors' Petition Date, or that any claim for damages arising from the rejection of the Rejected Leases is limited to the remedies available under any applicable termination provision of the Rejected Leases, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates, or to otherwise contest any claims that may be asserted in connection with the Rejected Leases.
5. Claims arising out of the rejection of the Rejected Leases must be filed on or before the later of (i) the deadline for filing proofs of claim based on prepetition claims against any of the Debtors as set by an order of this Court or (ii) thirty (30) days after entry of this Order.

6. The Debtors are authorized to execute and deliver all instruments and documents, and take such other actions as may be necessary or appropriate, to implement and effectuate the relief granted by this Order.

7. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

8. The requirements in Bankruptcy Rule 6006 and 6007 are satisfied.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

**EXHIBIT 1****Rejected Leases**

<b>DEBTOR</b>	<b>COUNTERPARTY</b>	<b>COUNTERPARTY'S ADDRESS</b>	<b>REJECTED AGREEMENT</b>
TSI Great Neck, LLC	Barstow-Great Neck, LLC	<p>Anthony Passalacqua 185 Great Neck Road, Suite 250 Great Neck, NY 11021</p> <p>and</p> <p>Robert M. Olshever, P.C. 148 West 24th Street, 3rd Floor New York, NY 10011 (212) 741-3510</p> <p>and</p> <p>Jyotsna Rathod Old Windsor Management 50 Enterprise Avenue North, Unit B Secaucus, NJ 07094 (201) 601-0040</p>	Real Property Lease for Club located at 15 Barstow Plaza Great Neck, NY
TSI Mamaroneck, LLC	LRE Ferris LLC	<p>Eric Londa LRE Ferris LLC c/o LRE Management LLC 600 Mamaroneck Avenue, 4th Floor Harrison, NY 10528</p>	Real Property Lease for Club located at 124-126 Palmer Avenue, Mamaroneck, NY

TSI East 59, LLC	Trump Park Avenue, LLC	<p>Trump Park Avenue LLC 725 Fifth Avenue New York, NY 10022</p> <p>and</p> <p>Adam L. Rosen Assistant General Counsel 725 Fifth Avenue New York, NY 10022 212-715-6789</p> <p>and</p> <p>The Trump Corporation, P.O. Box 3001 Hicksville, NY 11802-3001</p>	Real Property Lease for Club located at 63 East 59th Street New York, NY
TSI East 41, LLC	633 Realty LLC	<p>Attn: Robert Spiegelman, Esq. 1400 Broadway, 15th Floor New York, NY 10018</p> <p>and</p> <p>Brian N. Gurtman, Esq. Sheppard, Mullin, Richter &amp; Hampton LP 30 Rockefeller Plaza New York, NY 10112 (212) 653-8700</p>	Real Property Lease for Club located at 633 Third Ave New York, NY
TSI Stamford Post, LLC	Stampar Associates LLC 106CR	<p>Matthew Tenney 30 Commerce Road, Suite 100 Stamford, CT 06902</p> <p>and</p> <p>John Louizos, Esq. Curtis, Brinckerhoff &amp; Barrett, P.C. 666 Summer Street Stamford, CT 06901 (203) 324-6777</p>	Real Property Lease for Club located at 106 Commerce Road Stamford, CT

TSI 217 Broadway, LLC	Columbus Properties, Inc.	Joshua Pathania 217 Broadway, Suite # 800 New York, NY 10007  and  Columbus Properties, Inc. Attn: Mr. John DiMurro 217 Broadway, Suite 700 New York, New York 10007	Real Property Lease for Club located at 217 Broadway New York, NY
TSI Rodin Place, LLC	RMP Key LLC	Candi Joseph P.O. Box 782466 Philadelphia, PA 19178-2466  and  Gregory Kleiber, Esq. Fox Rothchild LLP 2000 Market Street, 20th Floor Philadelphia, PA 1910	Real Property Lease for Club located at 2000 Hamilton St. Philadelphia, PA
TSI Syosset, LLC	Syosset Center 109, LLC	Gregory Essopos P.O. Box 6203 Dept. Code: SNYS0109/LNEW/YO00 Hicksville, NY 11802-6203  and  Melissa Chios Office of the Landlord Syosset Center 109, LLC 500 North Broadway, Suite 201 Jericho, NY 11753	Real Property Lease for Club located at 54 Ira Road Syosset, NY

TSI East Meadow, LLC	East Meadow Stores, Inc.	<p>Zenith Management, LLC 591 Stewart Avenue, Suite 100 Garden City, NY 11530</p> <p>and</p> <p>David A Gallo &amp; Associates LP 99 Powerhouse Road, 1st Floor Roslyn Heights, NY 11577 Tel. 516-583-5330 Fax 516-583-5333</p> <p>East Meadow Stores, Inc. c/o Pliskin Realty Management 591 Stewart Avenue, Suite 100 Garden City, NY 11530</p>	Real Property Lease for Club located at 622 Merrick Avenue East Meadow, NY
TSI Greenwich, LLC	M.H. Cohen Realty	<p>Allied Property Management LLC Attn: Angela Montano 116 Mason Street Greenwich, CT 06830</p>	Real Property Lease for Club located at Six Liberty Way Greenwich, CT
TSI Huntington, LLC	Huntington Development Associates, LLC	<p>Kenneth S. Bakst 1325 Avenue of Americas 23rd floor New York, NY 10019</p> <p>and</p> <p>Kenneth S. Bakst Huntington Development Associates, LLC 3000 Sound Avenue Riverhead, NY 11901</p>	Real Property Lease for Club located at 349-351 New York Ave. Huntington, NY



TSI Montclair, LLC	TANNC Realty LLC	<p>Amy Wu-Loreno 363 Bloomfield Ave, Suite 2A Montclair, NJ 07042</p> <p>and</p> <p>Chiesa Shahinian &amp; Giantomasi, P.C. Attn: Adriana M. Peters, Esq. One Boland Drive West Orange, NJ 07052</p> <p>and</p> <p>Tancc Realty LLC &amp; Dolt Realty, Inc. c/o The Pinnacle Companies, LLC Attn: Nicholas Igives 363 Bloomfield Ave., #2A Montclair, NJ 07042</p>	Real Property Lease for Club located at 56 Church Street Montclair, NJ
TSI Newbury Street, LLC	Kensington Newbury Street, LLC	<p>Kensington Investment Company, Inc. Attn: Dave Durgin 883 Boylston Street Boston, MA 02116</p> <p>and</p> <p>Lenard B Zide, Esq. Butters Brazilian LLP 699 Boylston Street, 12th Floor Boston, MA 02116</p> <p>and</p> <p>Kensington Investment Company, Inc. Attn: Dave Durgin 347 Congress Street Boston, MA 02210</p>	Real Property Lease for Club located at 361 Newbury Street Boston, MA
TSI Irving Place, LLC	Con Ed. of New York.	Doug Jabbour PO BOX 1003 Spring Valley, NY 10977	Real Property Lease for Club located at 10 Irving Place New York, NY

TSI Woodmere, LLC	155 Franklin Place Partners LLC	Aziz Syed 1412 Broadway, Suite 1400 New York, NY 10018	Real Property Lease for Club located at 158 Irving Place Woodmere, NY
TSI West Newton, LLC	Kenmore Realty Corporation	Phyllis S. Goodman 1355 Washington St. West Newton, MA 02465  and  Martin M. Fantozzi, Esq. Goulston & Storrs 400 Atlantic Avenue Boston, MA 02119	Real Property Lease for Club located at 1357-1359 Washington St West Newton, MA
TSI West Nyack, LLC	Ekleco New Co, LLC	Kevin T. Ryff 1000 Palisades Center Drive West Nyack, NY 10994  and  Pyramid Management Group, LLC Attn: Allyson Legnetto and Timothy J. Kelley The Clinton Exchange 4 Clinton Square Syracuse, NY 13202-1078	Real Property Lease for Club Located at 3565 Palisades Center Drive West Nyack, NY
TSI Somers, LLC	Urstadt Biddle Properties Inc.	Suzanne Moore and Willing L. Biddle 321 Railroad Avenue Greenwich, CT 06830	Real Property Lease for Club located at 80 Route 6 - Somers Commons Center Baldwin Place, NY
TSI Silver Spring, LLC	PRA-H Silver Spring L.C.	Linda Kemp P.O. Box 75383 Charlotte, NC 28275  and  Peterson Companies Attn.: Christine Cauraugh 12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Real Property Lease for Club located at 901 Wayne Avenue, Silver Spring, MD 28275

TSI Mercer Street, LLC	Broadway Mercer Association	Doris Krumholz 351 East 83rd Street New York, NY 10028  and  Greenberg Traurig, LLP Attn: Daniel J Ansell, Esq. 200 Park Avenue New York, NY 10166	Real Property Lease for Club located at 232 Mercer Street New York, NY
TSI Englewood, LLC	CIII; JPMCC06-24 & 42 South Dean	NAI Hanson Management LLC Attn: Ivette Correa 235 Moore St. Hackensack, NJ 07601  and  Perkins Coie Attn: Sharona Toobian, Esq. 1888 Century Park East, Suite 1700 Los Angeles, CA 90067 310-788-3241  and  NAI Hanson Management LLC Attn: Ivette Correa 195 North Street, Suite 100 Teterboro, NJ 07608	Real Property Lease for Club located at 34-36 South Dean Street Englewood, NJ
TSI East 48, LLC	885 Second Avenue Lessee LLC	William Proceller PO Box 782593 Philadelphia, PA 19178-2593  and  885 Second Avenue Lessee LLC Attn: Ron J Hoyl Woodlawn Hall at Old Parkland 3953 Maple Avenue, Suite 300 Dallas, TX 75219	Real Property Lease for Club located at 885 Second Avenue New York, NY

TSI Midwood, LLC	NG Kingswood Center LLC	Jonathan Yunaev PO Box 780925 Philadelphia, PA 19178-0925  and  Urban Edge Properties Attn: Mei Cheng/Accounts Payable 210 Route 4 East Paramus, NJ 07652	Real Property Lease for Club located at 1630 East 15th Street Brooklyn, NY
TSI New Rochelle, LLC	New ROC Parcel 1A, LLC	1720 Post Road Attn: Aaron Kosakowski Fairfield, CT 06824  and  Capelli Organization c/o Louis Cappelli 7 Renaissance Square, 4th Floor White Plains, NY 10601  and  Marcia Nurse-Daniel (mnurse-daniel@ceruzzi.com)	Real Property Lease for Club located at 175 Huguenot Street New Rochelle, NY
TSI East Brunswick, LLC	Midstate Hye Partner	95 N Route 17, Suite 100 Attn: Marcia Eagle Paramus, NJ 07652  and  Cole Schotz P.C. Attn: Gary M Albrecht Court Plaza North 25 Main Street Hackensack, NJ 07602	Real Property Lease for Club located at 300 State Highway 18 North East Brunswick, NJ

TSI West End, LLC	Brodcom West Development Co.	Urban Associates, LLC Attn: Rick Mason 400 West 59th Street, 3rd Floor New York, NY 10019  and  Rose & Rose Attn: Dean Dreiblatt, Esq. 291 Broadway, 13th Floor New York, NY 10007	Real Property Lease for Club located at 75 West End Avenue New York, NY
TSI Summer Street, LLC	EOP Operating Limited Partnership	MA-100 Summer Street Owner, LLC BLDG ID: 11690 Attn: Patricia Walsh P.O. Box 209239 Austin, TX 78720-9239  and  100 Summer Owner, L.L.C. Attn: Ron J Hoyl Woodland Hall at Old Parkland 3953 Maple Avenue, Suite 300 Dallas, TX 75219	Real Property Lease for Club located at 100 Summer Street Boston, MA
TSI Canton, LLC	OCW Retail Canton, LLC	Heather Edukugho P.O. Box 392331 Pittsburgh, PA 15251-9331  and  OCW Retail-Canton, LLC c/o The Wilder Companies, Ltd. Attn: Ryan Feinberg 800 Boylston Street, Suite 1300 Boston, MA 02199	Real Property Lease for Club located at 95 Washington St. Canton, MA
TSI Bradford, LLC	Bradford Plaza Trust	Lauren Tagerman 75 Oak Street Newton, MA 02464	Real Property Lease for Club located at 3 Ferry Street, Unit B Haverhill, MA

TSI Lucille Jersey City, LLC	PBP Associates	<p>Panepinto Properties, Inc. Attn: Aurelia DiCristo Harborside Plaza 10, Suite 1203 Jersey City, NJ 07311</p> <p>and</p> <p>Gordon Gemma, Legal Counsel Panepinto Properties, Inc. Harborside Plaza Ten 3 Second Street, Suite 1203 Jersey City, NJ 07311 201-521-9000</p>	Real Property Lease for Club located at 336-342 Central Avenue, 2nd Floor Jersey City, NJ
TSI Lucille Ralph Avenue, LLC	Flatlands Shopping Center Realty	<p>Joe Jemal 110 West 34th St, 9th Floor New York, NY 10001</p> <p>and</p> <p>Smith &amp; Krantz LLP 122 East 42nd Street, # 1518 New York, NY 10168</p> <p>and</p> <p>Flatlands Shopping Center Associates c/o ISJ Management Corp. 110 W. 34th Street, 9th Floor New York, NY 10001</p>	Real Property Lease for Club located at 1948, 1950-52 and 1956 Ralph Avenue Brooklyn, NY
TSI Lucille St. Nicholas Avenue, LLC	1387 St. Nicholas Realty LLC	Leonora Guzman 571 West 183rd Street New York, NY 10033	Real Property Lease for Club located at 1387 St. Nicholas Avenue New York, NY
TSI Lucille 89th Street, LLC	89th Street NY LLC	Chris Giacalone 4 East 80th Street New York, NY 10075	Real Property Lease for Club located at 430 89th Street Brooklyn, NY
TSI Lucille Astoria, LLC	32-62 Steinway St. NY LLC	Chris Giacalone 4 East 80th Street New York, NY 10075	Real Property Lease for Club located at 32-62 Steinway Street Astoria, NY

TSI Lucille Bayshore, LLC	1850 Bayshore Realty LLC	Chris Giacalone 4 East 80th Street New York, NY 10075	Real Property Lease for Club located at 1850 Sunrise Highway Bayshore, NY
TSI Lucille Bronx, LLC	58-66 East Fordham LLC	Chris Giacalone 4 East 80th Street New York, NY 10075	Real Property Lease for Club located at 2449 Morris Avenue Bronx, NY
TSI Lucille Commack, LLC	Jeffrey Management Corp	Kamaljit Kaur P.O. Box 3096 Hicksville, NY 11802-3096  and  Randall Briskin The Feil Organization 7 Penn Plaza, 11th Floor New York, NY 10001	Real Property Lease for Club located at 6500 Jericho Turnpike Commack, NY
TSI Lucille Holbrook, LLC	Marvin L. Linder Associates LLC	Evelyn Terzakos 1161 Meadowbrook Road Merrick, NY 11566	Real Property Lease for Club located at 5801 Sunrise Highway Holbrook, NY
TSI Lucille Rockville Centre, LLC	298 Sunrise Highway Realty LLC	Chris Giacalone 4 East 80th Street New York, NY 10075	Real Property Lease for Club located at 298 Sunrise Highway Rockville Centre, NY
TSI Lucille 42nd Street, LLC	Fifty East Forty Second Company LLC	Abramson Brothers Inc. Attn: Alan B. Abramson 501 Fifth Avenue, Room 1001 New York, NY 10017	Real Property Lease for Club located at 50 East 42nd St New York, NY